

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
GAWKER MEDIA LLC, *et al.*,¹ : Case No. 16-11700 (SMB)
Debtors. : (Jointly Administered)
-----X

**FIRST INTERIM FEE APPLICATION OF PRIME CLERK LLC,
AS ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JUNE 10, 2016 THROUGH SEPTEMBER 30, 2016**

Name of Applicant: Prime Clerk LLC

Authorized to Provide Services as: Administrative Advisor

Date of Retention: July 14, 2016 *nunc pro tunc* to June 10, 2016

Period for which Compensation and Reimbursement is Sought: June 10, 2016 through September 30, 2016 (the “**Interim Fee Period**”)

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$57,848.65

Amount of Expense Reimbursement Sought: \$114.07

Total Amount of Fees and Expense Reimbursement Sought as Actual, Reasonable and Necessary \$57,962.72

This is an: _____ monthly X interim _____ final application.

This is the applicant’s first interim fee application.

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). Gawker Media LLC and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Kinja Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

PRIOR INTERIM FEE STATEMENTS FILED

None.

PRIOR MONTHLY FEE STATEMENTS FILED DURING THE INTERIM FEE PERIOD

ECF	DATE FILED	PERIOD COVERED	REQUESTED TO BE PAID		PAID		HOLDBACK
			Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (20%)
234	8/30/2016	6/10/16- 7/31/16	\$54,601.00	\$40.00	\$43,680.80	\$40.00	\$10,920.20
274	9/20/2016	8/1/16- 8/31/16	\$1,455.50	\$74.07	\$1,164.40	\$74.07	\$291.10
378	10/26/2016	9/1/16- 9/30/16	\$1,792.15	\$0.00	\$0.00	\$0.00	\$358.43
TOTAL			\$57,848.65	\$114.07	\$44,845.20	\$114.07	\$11,569.73

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**SUMMARY OF HOURS BILLED BY PRIME CLERK EMPLOYEES
DURING THE INTERIM FEE PERIOD**

Employee Name	Title	Total Hours	Rate	Total
Pullo, Christina	Director of Solicitation	1.80	\$195.00	\$351.00
Steele, Benjamin	Director	9.40	\$190.00	\$1,786.00
Williams, Matthew	Director	158.20	\$190.00	\$30,058.00
Baer, Herb	Director	13.60	\$190.00	\$2,584.00
Adler, Adam	Director	0.50	\$190.00	\$95.00
Orchowski, Alex	Solicitation Consultant	6.70	\$175.00	\$1,172.50
Liu, Calvin	Solicitation Consultant	1.60	\$175.00	\$280.00
Hollingsworth, Kimberly	Senior Consultant	37.60	\$160.00	\$6,016.00
Roberts, Sarah	Senior Consultant	1.70	\$160.00	\$272.00
Perry, Selwyn	Senior Consultant	0.40	\$145.00	\$58.00
Jaffar, Amrita	Senior Consultant	0.50	\$145.00	\$72.50
Gordon, Steven	Senior Consultant	1.40	\$140.00	\$196.00
Alli-Balogun, Hassan	Consultant	14.00	\$135.00	\$1,890.00
Faust, Georgia	Consultant	50.50	\$120.00	\$6,060.00
Callo, Michael	Consultant	1.40	\$120.00	\$168.00
Chantre, Angie	Consultant	5.00	\$100.00	\$500.00
Kounin, Daniel	Consultant	34.20	\$100.00	\$3,420.00
Ramirez, Ingamar	Consultant	30.50	\$100.00	\$3,050.00

TOTAL	369.00	\$58,029.00²
BLENDED RATE	\$157.26	

² This amount has been reduced to \$57,848.65 in accordance with the terms of Prime Clerk's retention.

**SUMMARY OF HOURS BILLED BY SUBJECT
MATTER DURING THE INTERIM FEE PERIOD**

Matter Description	Total Hours	Total
Retention / Fee Application	2.70	\$169.00
Schedules & SOFAs	356.20	\$55,786.00
Solicitation	10.10	\$2,074.00
TOTAL	369.00	\$58,029.00³

**SUMMARY OF NECESSARY EXPENSES INCURRED DURING
THE INTERIM FEE PERIOD**

Description	Total
After Hours Transportation	\$18.30
Overtime Meals	\$95.77
TOTAL	\$114.07

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³ This amount has been reduced to \$57,848.65 in accordance with the terms of Prime Clerk's retention.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
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GAWKER MEDIA LLC, <i>et al.</i> , ¹	: Case No. 16-11700 (SMB)
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Debtors.	: (Jointly Administered)
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**FIRST INTERIM FEE APPLICATION OF PRIME CLERK LLC,
AS ADMINISTRATIVE ADVISOR TO THE DEBTORS, FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JUNE 10, 2016 THROUGH SEPTEMBER 30, 2016**

Prime Clerk LLC (“**Prime Clerk**”), administrative advisor to Gawker Media LLC and certain of its affiliates as debtors (collectively, the “**Debtors**”), files this first interim fee application (the “**Application**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules (the “**Local Bankruptcy Rules**”) of the United States Bankruptcy Court for the Southern District of New York (the “**Court**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 94] dated July 13, 2016 (the “**Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from June 10, 2016 through September 30, 2016 (the “**Interim Fee Period**”). In support of the Application, Prime Clerk respectfully represents as follows:

¹ The last four digits of the taxpayer identification number of the debtors are: Gawker Media LLC (0492); Gawker Media Group, Inc. (3231); and Kinja Kft. (5056). Gawker Media LLC and Gawker Media Group, Inc.’s mailing addresses are c/o Opportune LLP, Attn: William D. Holden, Chief Restructuring Officer, 10 East 53rd Street, 33rd Floor, New York, NY 10022. Kinja Kft.’s mailing address is c/o Opportune LLP, Attn: William D. Holden, 10 East 53rd Street, 33rd Floor, New York, NY 10022.

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief requested herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-1.

Background

2. On June 10, 2016 (the “**Petition Date**”), Gawker Media filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code. On June 12, GMGI and Kinja each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On June 16, 2016, this Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On June 24, 2016, the United States Trustee appointed the official committee of unsecured creditors. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

Retention of Prime Clerk

4. On July 14, 2016, the Court entered the *Order Pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Appointment of Prime Clerk LLC as Administrative Advisor for the Debtors and Debtors in Possession nunc pro tunc to the Petition Date* (the “**Administrative Advisor Retention Order**”) [Docket No. 99], which authorized the Debtors to employ and retain Prime Clerk as administrative advisor *nunc pro tunc* to the Petition Date in these chapter 11 cases.

Relief Requested

5. By this Application, Prime Clerk seeks allowance and approval of 100% of its reasonable and necessary fees incurred during the Interim Fee Period in the aggregate amount of \$57,848.65 and reimbursement of 100% of its actual and necessary expenses incurred during the Interim Fee Period in the aggregate amount of \$114.07. Itemized invoices for the Interim Fee Period are attached hereto as **Exhibit A**.

Monthly Compensation

6. Pursuant to the Compensation Order, Prime Clerk has previously filed with the Court the (i) *Combined Monthly Fee Statement of Prime Clerk LLC as Administrative Advisor to the Debtors for the Periods (i) June 10, 2016 through June 30, 2016 and (ii) July 1, 2016 through July 31, 2016* [Docket No.234]; (ii) *Monthly Fee Statement of Prime Clerk LLC, as Administrative Advisor to the Debtors for the Period from August 1, 2016 through August 31, 2016* [Docket No. 274]; and (iii) *Monthly Fee Statement of Prime Clerk LLC, as Administrative Advisor to the Debtors for the Period from September 1, 2016 through September 30, 2016* [Docket No. 378] ((i), (ii) and (iii) together, and collectively, the “**Monthly Fee Statements**”).

7. All services for which compensation has been requested by Prime Clerk were performed for or on behalf of the Debtors. The fees sought by this Application do not include any fees that may be payable by the Debtors for services provided by Prime Clerk under the Notice and Claims Agent Retention Order,² which provides for separate procedures for the payment of such fees and disbursements. No fees or disbursements for services sought by Prime Clerk under the Administrative Advisor Retention Order are or will be sought to be paid under the Notice and Claims

² The Notice and Claims Agent Retention Order is that certain *Order Pursuant to 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), and Local Rule 5075-1 Authorizing Retention and Appointment of Prime Clerk LLC as Claims and Noticing Agent nunc pro tunc to the Petition Date*, entered by the Court on July 14, 2016 [Docket No. 100].

Agent Retention Order.

8. Lastly, except to the extent of the advance paid to Prime Clerk (as described in the Debtor's application to retain Prime Clerk as administrative advisor at Docket No. 26), Prime Clerk has neither sought nor received any payment or promises for payment from any source during the Interim Fee Period in connection with the matters described in this Application. Also, there is no agreement or understanding between Prime Clerk and any other person, other than the affiliates, partners, managers, directors and employees of Prime Clerk, for sharing of the compensation to be received for services rendered to the Debtors in these chapter 11 cases.

Summary of Professional Services Rendered During the Interim Fee Period

9. The professional services that Prime Clerk rendered during the Interim Fee Period are grouped by subject matter and summarized as follows:

- **Retention / Fee Application**

Fees: \$439.50; Hours: 2.70

Retention / Fee Application services included reviewing the Compensation Order and drafting, reviewing, and filing the Monthly Fee Applications.

- **Schedules and SOFA**

Fees: \$55,786.00; Hours: 356.20

Schedules and SOFA services included: (i) extensive conferencing with Ropes & Gray regarding the preparation of the Debtors' schedules of assets and liabilities (collectively, the "**Schedules**") and statements of financial affairs (collectively, the "**SOFAs**"); (ii) analyzing data related to preparing the Schedules and SOFAs; (iii) preparing, reviewing and revising the Schedules and SOFAs; (iv) reviewing and revising the Schedules and SOFAs for all Debtors; (v) reviewing and revising Schedule G for matrix import; and (vi) generating drafts and final versions of the Schedules and SOFAs.

- Solicitation

Fees: \$1,803.50; Hours: \$10.10

Solicitation services included: (i) reviewing and providing comments on the form of ballot, the disclosure statement motion and the disclosure statement order; and, (ii) drafting solicitation voting rules.

Summary of Expenses Incurred During the Interim Fee Period

10. In rendering the services during the Interim Fee Period described herein, Prime Clerk incurred actual and necessary expenses in an aggregate amount of \$18.30 for after-hours transportation and an aggregate amount of \$95.77 for overtime meals, for an aggregate amount equal to \$114.07. A summary of expenses by Prime Clerk employee is attached hereto as **Exhibit B**.

**Prime Clerk's Requested Fees and
Reimbursement of Expenses Should be Allowed by this Court**

11. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested by Prime Clerk are fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the rates charged for such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

13. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere. Prime Clerk submits this Application in accordance with the Compensation Order. All services for which Prime Clerk requests compensation were performed for, or on behalf of, the Debtors.

14. Lastly, Prime Clerk maintains computerized records of the time spent by employees of Prime Clerk in connection with its role as administrative agent to the Debtors. Detailed statements of hours spent rendering services to the Debtors in support of the compensation for fees and expenses incurred during the Interim Fee Period are attached hereto as **Exhibit A**, which (i) identifies the employee that rendered services in each task category; (ii) describes each service such employee performed; (iii) sets forth the number of hours in increments of one-tenth of an hour spent by each individual providing services; and (iv) sets forth the particular type of expenses incurred. In addition, Prime Clerk's hourly rates are set at a level designed to fairly compensate

Prime Clerk for the work of its employees and cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned, and are subject to periodic adjustments to reflect economic and other conditions.

Allowance of Compensation and Expenses during the Interim Fee Period

15. Prime Clerk requests that it be allowed, on an interim basis, (i) compensation for services rendered in the aggregate amount of \$57,848.65 and (ii) reimbursement of actual and necessary expenses in the aggregate amount of \$114.07.

Certification of Compliance and Waiver

16. The undersigned has reviewed the requirements of Rule 2016-1 of the Local Bankruptcy Rules and believes that the Application substantially complies with that Local Bankruptcy Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-1, Prime Clerk believes that such deviations are not material and respectfully requests that any such requirements be waived.

Notice

17. Pursuant to the Compensation Order, this Application will be served upon the Notice Parties as defined therein.

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Conclusion

WHEREFORE, Prime Clerk respectfully requests interim allowance of (i) fees in the aggregate amount of \$57,848.65 and (ii) reimbursement of actual and necessary expenses in the aggregate amount of \$114.07.

Dated: November 7, 2016
New York, New York

PRIME CLERK LLC

/s/ Adam M. Adler

Adam M. Adler
Director, Business Operations and Controls
830 Third Avenue, 9th Floor
New York, NY 10022
Telephone: (212) 257-5445
Email: aadler@primeclerk.com

Administrative Advisor to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
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GAWKER MEDIA LLC, <i>et al.</i> , ¹	: Case No. 16-11700 (SMB)
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Debtors.	: (Jointly Administered)
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST INTERIM
FEE APPLICATION OF PRIME CLERK LLC, ADMINISTRATIVE ADVISOR TO THE
DEBTORS, FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JUNE 10, 2016 THROUGH SEPTEMBER 30, 2016**

I, Adam M. Adler, hereby certify that:

1. I am the Director of Business Operations and Controls of Prime Clerk LLC (“**Prime Clerk**”), administrative agent to Gawker Media LLC and certain of its affiliates as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of Prime Clerk’s compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of February 5, 2013 (as adopted by General Order M-447) (the “**Local Guidelines**”), and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 effective January 30, 1996 (the “**UST Guidelines**” together with the Local Guidelines, the “**Fee Guidelines**”), in connection with Prime Clerk’s interim fee application (the “**Application**”) for allowance and

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approval of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the period from June 10, 2016 through September 30, 2016 (the “**Interim Fee Period**”).

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought fall within the Fee Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Prime Clerk and generally accepted by Prime Clerk’s clients; and
- (d) in seeking the reimbursement of expenses described in the Application, Prime Clerk did not make a profit on those services, whether performed by Prime Clerk in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines, I certify that Prime Clerk has provided the U.S. Trustee, the Debtors and their attorneys, and counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) with a statement of Prime Clerk’s fees and expenses accrued during the Interim Fee Period (as defined in the Application), which is included the Application.

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, their attorneys, counsel to the Committee and the U.S. Trustee are each being provided with a copy of the Application.

Dated: November 7, 2016
New York, New York

/s/ Adam M. Adler
Adam M. Adler
Director of Business Operations and
Controls
Prime Clerk LLC
830 Third Avenue, 9th Floor
New York, New York 10022
Phone: (212) 257-5445
Fax: (212) 257-5452
aadler@primeclerk.com

Exhibit A

Fee and Expense Detail



830 Third Avenue, 9th Floor
New York, NY 10022

primeclerk.com

Hourly Fees by Employee through June 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
KIH	Hollingsworth, Kimberly	SC - Senior Consultant	18.80	\$160.00	\$3,008.00
BJS	Steele, Benjamin J	DI - Director	4.30	\$190.00	\$817.00
MMW	Williams, Matthew M	DI - Director	29.00	\$190.00	\$5,510.00
TOTAL:			52.10		\$9,335.00

Hourly Fees by Task Code through June 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
SOFA	Schedules & SOFA	52.10	\$9,335.00
TOTAL:		52.10	\$9,335.00

Gawker Media

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
06/15/16	KIH	SC	Prepare for SOAL/SOFA conference call	Schedules & SOFA	1.40
06/16/16	BJS	DI	Attend kickoff call with S. Dasaro and S. Abdel-Razak re SOFA/Schedule preparation	Schedules & SOFA	0.50
06/21/16	BJS	DI	Prepare for SOFA/Schedule meeting with client	Schedules & SOFA	0.40
06/22/16	BJS	DI	Attend meeting with W. Holden, S. Abdel-Razak, M. Williams and Gawker staff re SOFA/Schedule preparation (1.2); prepare materials for meeting (1.3)	Schedules & SOFA	2.50
06/22/16	KIH	SC	Prepare SOFA and SOAL logs re checklist for status of required data	Schedules & SOFA	3.50
06/22/16	MMW	DI	Prepare for and participate in conference with company, Opportune and B. Steele re Schedules and SOFAs	Schedules & SOFA	1.90
06/22/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	0.50
06/23/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.20
06/23/16	KIH	SC	Review and prepare data for SOFA Q4	Schedules & SOFA	4.70
06/23/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	1.80
06/24/16	KIH	SC	Prepare and update draft materials for SOFA/SOAL prep (.7); team prep with M Williams (.4)	Schedules & SOFA	1.10
06/24/16	KIH	SC	Prepare SOFA question 4	Schedules & SOFA	0.50
06/27/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	9.00
06/28/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.20
06/28/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	5.10
06/29/16	KIH	SC	Confer and coordinate with M Williams re SOAL/SOFA prep	Schedules & SOFA	0.30
06/29/16	KIH	SC	Set-up case information in Best Case re SOAL/SOFA prep of debtors	Schedules & SOFA	0.70
06/29/16	MMW	DI	Analyze SOFA/Schedule trial balance data and prepare same	Schedules & SOFA	6.20
06/30/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.50
06/30/16	KIH	SC	Confer and coordinate with case team re templates, forms,	Schedules &	1.00

Gawker Media

			and assignments	SOFA	
06/30/16	KIH	SC	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	5.60
06/30/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	4.10
06/30/16	MMW	DI	Confer and coordinate with case team re SOFA/Schedule status	Schedules & SOFA	0.40
Total Hours					52.10

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Overtime Meals			\$20.00
Total Expenses			\$20.00



830 Third Avenue, 9th Floor
New York, NY 10022

primeclerk.com

Hourly Fees by Employee through July 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
AC	Chantre, Angie	CO - Consultant	5.00	\$100.00	\$500.00
DK	Kounin, Daniel	CO - Consultant	33.80	\$100.00	\$3,380.00
IDR	Ramirez, Ingamar D	CO - Consultant	26.50	\$100.00	\$2,650.00
MJC	Callo, Michael J	CO - Consultant	1.40	\$120.00	\$168.00
GLF	Faust, Georgia L	CO - Consultant	47.30	\$120.00	\$5,676.00
HSA	Alli-Balogun, Hassan S	CO - Consultant	14.00	\$135.00	\$1,890.00
SG	Gordon, Steven	SC - Senior Consultant	1.40	\$140.00	\$196.00
SLP	Perry, Selwyn L	SC - Senior Consultant	0.40	\$145.00	\$58.00
KIH	Hollingsworth, Kimberly	SC - Senior Consultant	18.80	\$160.00	\$3,008.00
HCB	Baer, Herb C	DI - Director	13.60	\$190.00	\$2,584.00
BJS	Steele, Benjamin J	DI - Director	5.10	\$190.00	\$969.00
MMW	Williams, Matthew M	DI - Director	127.30	\$190.00	\$24,187.00
TOTAL:			294.60		\$45,266.00

Hourly Fees by Task Code through July 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
SOFA	Schedules & SOFA	294.60	\$45,266.00
TOTAL:		294.60	\$45,266.00

Gawker Media

Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
07/01/16	AC	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.00
07/01/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.20
07/01/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	1.80
07/01/16	HCB	DI	Assist preparation of SOFA for all debtors	Schedules & SOFA	2.30
07/01/16	HSA	CO	Prepare SOFA question 3 and 11	Schedules & SOFA	3.50
07/01/16	IDR	CO	Review and revise SOFA for all debtors	Schedules & SOFA	2.00
07/01/16	KIH	SC	Confer and correspond with M. Williams re SOFA for all debtors	Schedules & SOFA	0.30
07/01/16	KIH	SC	Confer and coordinate with M. Williams re insider payments	Schedules & SOFA	0.50
07/01/16	KIH	SC	Confer and correspond with W. Holden re SOFA for all debtors	Schedules & SOFA	0.40
07/01/16	KIH	SC	Supervise and quality control SOFA for all debtors	Schedules & SOFA	1.20
07/01/16	MJC	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	1.10
07/01/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	5.20
07/01/16	SG	SC	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.60
07/01/16	SLP	SC	Input SOFA P13Q28	Schedules & SOFA	0.40
07/04/16	KIH	SC	Analyze data for SOFA re Kinja Kft	Schedules & SOFA	0.90
07/04/16	KIH	SC	Analyze payments to insiders and prepare analysis re SOFA questions 4 and 30	Schedules & SOFA	7.10
07/05/16	BJS	DI	Review SOFA/Schedule data	Schedules & SOFA	0.10
07/05/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.80
07/05/16	KIH	SC	Confer and coordinate with case team re SOFA/Schedules update	Schedules & SOFA	0.40
07/05/16	MMW	DI	Prepare for and participate in telephone conference with the company re Gawker/GMGI Schedule AB preparation	Schedules & SOFA	0.50

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07/05/16	MMW	DI	Prepare for and participate in telephone conference with the company re Kinja Schedule AB preparation	Schedules & SOFA	0.50
07/05/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	6.40
07/06/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.50
07/06/16	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.70
07/06/16	KIH	SC	Confer and correspond with L. Bauck re SOFA data for insiders	Schedules & SOFA	0.50
07/06/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	4.10
07/06/16	MMW	DI	Review and revise Schedule AB	Schedules & SOFA	3.90
07/07/16	DK	CO	Prepare Schedule AB Q3,7,8,11,39,41,55,60-65,73,77	Schedules & SOFA	3.20
07/07/16	DK	CO	Prepare SOFA Q7	Schedules & SOFA	3.50
07/07/16	DK	CO	Correspond with M. Williams for schedules and SOFA for all debtors	Schedules & SOFA	0.50
07/07/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	5.70
07/07/16	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.60
07/07/16	HSA	CO	Prepare SOFA Question 3	Schedules & SOFA	1.40
07/07/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.00
07/07/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	7.30
07/07/16	MMW	DI	Review and revise Schedule AB	Schedules & SOFA	3.90
07/07/16	SG	SC	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.80
07/08/16	AC	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.00
07/08/16	DK	CO	Review and revise Schedules A and B	Schedules & SOFA	3.10
07/08/16	DK	CO	Review and revise SOFA Q7	Schedules & SOFA	2.10
07/08/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	6.20
07/08/16	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.80
07/08/16	HSA	CO	Prepare SOFA question 11 and 3	Schedules & SOFA	1.50

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07/08/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	6.50
07/08/16	KIH	SC	Prepare SOFA Q4 re additional information	Schedules & SOFA	2.10
07/08/16	KIH	SC	Updates to case management re schedules and SOFA	Schedules & SOFA	0.90
07/08/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	3.80
07/08/16	MMW	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.20
07/08/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	3.40
07/08/16	MMW	DI	Prepare for and participate in telephone conference with M. Syptert (Opportune)	Schedules & SOFA	0.30
07/09/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk	Schedules & SOFA	1.40
07/10/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	0.70
07/11/16	KIH	SC	Confer and correspond with S Abdel-Razek re SOFA	Schedules & SOFA	0.10
07/11/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	4.70
07/11/16	MMW	DI	Review and revise schedule data	Schedules & SOFA	2.20
07/12/16	BJS	DI	Attend meeting with W. Holden, S. Abdel-Razak and M. Williams re SOFA/Schedule drafts (2.8); review drafts in preparation for same (1.8)	Schedules & SOFA	4.60
07/12/16	KIH	SC	Confer and correspond with M. Williams re SOFA updates	Schedules & SOFA	0.30
07/12/16	MMW	DI	Onsite client meetings re: SOFA/Schedule preparation	Schedules & SOFA	7.10
07/12/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	1.70
07/12/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk	Schedules & SOFA	0.50
07/13/16	DK	CO	Review and revise SOFA Q7	Schedules & SOFA	3.20
07/13/16	DK	CO	Review and revise Schedule AB Q41,Q60-65,Q72	Schedules & SOFA	3.60
07/13/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.00
07/13/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	2.00
07/13/16	KIH	SC	Review and revise SOFA Q4 and Q30	Schedules & SOFA	1.50
07/13/16	MJC	CO	Review and revise SOFA	Schedules &	0.30

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				SOFA	
07/13/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	4.20
07/13/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	4.40
07/14/16	AC	CO	Prepare SOFA for July 14	Schedules & SOFA	1.00
07/14/16	DK	CO	Prepare Schedule AB	Schedules & SOFA	2.90
07/14/16	GLF	CO	Review and revise Schedule F	Schedules & SOFA	2.00
07/14/16	HCB	DI	Review and revise Schedule A/B (1.1); Review and revise SOFA 3 and 11 (.9)	Schedules & SOFA	2.00
07/14/16	HSA	CO	Review and revise SOFA Schedules 3 and 11	Schedules & SOFA	1.20
07/14/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	5.00
07/14/16	KIH	SC	Review and revise SOFA Q4 and Q30 re intercompany claims	Schedules & SOFA	2.40
07/14/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	5.90
07/14/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	4.50
07/15/16	GLF	CO	Review and revise Schedule F	Schedules & SOFA	2.70
07/15/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	2.40
07/15/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	3.90
07/15/16	MMW	DI	Quality assurance review of the cure schedule service list	Schedules & SOFA	1.30
07/16/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	1.90
07/17/16	GLF	CO	Prepare Schedule G	Schedules & SOFA	5.40
07/17/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	1.20
07/17/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk	Schedules & SOFA	0.90
07/18/16	BJS	DI	Review and comment on SOFA/Schedule drafts	Schedules & SOFA	0.20
07/18/16	DK	CO	Review and revise Schedule AB	Schedules & SOFA	4.20
07/18/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	8.70
07/18/16	HSA	CO	Review and revise Schedule F, D and Question 3	Schedules &	1.40

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				SOFA	
07/18/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	4.00
07/18/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	4.70
07/18/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk re SOFA/Schedule	Schedules & SOFA	1.20
07/18/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	5.90
07/19/16	DK	CO	Review and revise Schedule AB	Schedules & SOFA	6.30
07/19/16	DK	CO	Review and revise SOFA Q7	Schedules & SOFA	1.20
07/19/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.80
07/19/16	HSA	CO	Review and revise Schedule G	Schedules & SOFA	3.70
07/19/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	2.90
07/19/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk re SOFA/Schedule	Schedules & SOFA	0.70
07/19/16	MMW	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.70
07/20/16	GLF	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	3.50
07/20/16	HCB	DI	Review and revise Schedule G	Schedules & SOFA	0.50
07/20/16	HCB	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	0.70
07/20/16	HSA	CO	Review and revise SOFA 3	Schedules & SOFA	1.30
07/20/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	5.00
07/20/16	KIH	SC	Confer and correspond with W. Holden re analysis of payment to insiders	Schedules & SOFA	0.20
07/20/16	MMW	DI	Prepare Statement/SOFA drafts for circulation/review	Schedules & SOFA	3.80
07/20/16	MMW	DI	Prepare for and participate in telephone conference with Opportune, Ropes and Prime Clerk re SOFA/Schedule	Schedules & SOFA	0.90
07/20/16	MMW	DI	Analyze SOFA/Schedule data and prepare same	Schedules & SOFA	3.40
07/20/16	MMW	DI	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	4.80
07/26/16	MMW	DI	Prepare Statement/SOFA data for review	Schedules & SOFA	0.90
07/27/16	MMW	DI	Analyze Statement/SOFA data	Schedules &	0.90

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07/28/16	GLF	CO	Review and revise Schedule G	SOFA Schedules & SOFA	1.20
07/28/16	MMW	DI	Analyze Statement/SOFA data	Schedules & SOFA	1.20
07/29/16	MMW	DI	Analyze Statement/SOFA data	Schedules & SOFA	0.90
Total Hours					294.60

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Overtime Meals			\$20.00
Total Expenses			\$20.00



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Hourly Fees by Employee through August 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
DK	Kounin, Daniel	CO - Consultant	0.40	\$100.00	\$40.00
IDR	Ramirez, Ingamar D	CO - Consultant	4.00	\$100.00	\$400.00
GLF	Faust, Georgia L	CO - Consultant	3.20	\$120.00	\$384.00
ACJ	Jaffar, Amrita C	SC - Senior Consultant	0.50	\$145.00	\$72.50
SBR	Roberts, Sarah B	SC - Senior Consultant	1.00	\$160.00	\$160.00
AMA	Adler, Adam M	DI - Director	0.20	\$190.00	\$38.00
MMW	Williams, Matthew M	DI - Director	1.90	\$190.00	\$361.00
TOTAL:			11.20		\$1,455.50

Hourly Fees by Task Code through August 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	1.70	\$270.50
SOFA	Schedules & SOFA	9.50	\$1,185.00
TOTAL:		11.20	\$1,455.50

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
08/02/16	IDR	CO	Review and revise Schedules & SOFA for all debtors	Schedules & SOFA	4.00
08/03/16	GLF	CO	Review and revise Schedule G for matrix import	Schedules & SOFA	3.20
08/09/16	DK	CO	Prepare Schedule AB Q77	Schedules & SOFA	0.40
08/10/16	MMW	DI	Prepare amended SOFA/Schedule data to be filed	Schedules & SOFA	1.90
08/20/16	SBR	SC	Draft combined June and July fee statement	Retention / Fee Application	0.80
08/23/16	AMA	DI	Review and revise monthly fee statement for July	Retention / Fee Application	0.20
08/23/16	SBR	SC	Review and revise combined June and July fee statement	Retention / Fee Application	0.20
08/29/16	ACJ	SC	Review and assemble combined monthly fee application for filing	Retention / Fee Application	0.20
08/30/16	ACJ	SC	Review and file combined monthly fee application	Retention / Fee Application	0.30
Total Hours					11.20

Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
After Hours Transportation			\$18.30
Overtime Meals			\$55.77
Total Expenses			\$74.07



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Hourly Fees by Employee through September 2016

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
SBR	Roberts, Sarah B	SC - Senior Consultant	0.70	\$160.00	\$112.00
CLL	Liu, Calvin L	SA - Solicitation Consultant	1.60	\$175.00	\$280.00
ATO	Orchowski, Alex T	SA - Solicitation Consultant	6.70	\$175.00	\$1,172.50
AMA	Adler, Adam M	DI - Director	0.30	\$190.00	\$57.00
CP	Pullo, Christina	DS - Director of Solicitation	1.80	\$195.00	\$351.00
TOTAL:			11.10		\$1,972.50

Hourly Fees by Task Code through September 2016

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
RETN	Retention / Fee Application	1.00	\$169.00
SOLI	Solicitation	10.10	\$1,803.50
TOTAL:		11.10	\$1,972.50

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
09/20/16	AMA	DI	Review and revise monthly fee statement for August	Retention / Fee Application	0.30
09/20/16	SBR	SC	Prepare and file August fee statement	Retention / Fee Application	0.70
09/29/16	ATO	SA	Provide comments on ballot, disclosure statement order, and motion to approve disclosure statement	Solicitation	3.80
09/29/16	CLL	SA	Review ballot disclosure statement motion and disclosure statement order	Solicitation	1.60
09/29/16	CP	DS	Review and comment on solicitation documents in coordination with Prime Clerk case team	Solicitation	1.80
09/30/16	ATO	SA	Review comments on disclosure statement motion and claims ballot	Solicitation	1.10
09/30/16	ATO	SA	Draft solicitation voting rules	Solicitation	1.80
Total Hours					11.10

Exhibit B

Summary of Expenses by Prime Clerk Employee

Summary of Expenses Incurred by Prime Clerk Employees During the Interim Fee Period

Employee	Date	Expense Type	Amount
Hollingsworth, Kimberly	6/23/2016	Overtime Meal	\$20.00
Georgia Faust	7/8/2016	Overtime Meal	\$20.00
Georgia Faust	7/17/2016	Overtime Meal	\$20.00
Faust, Georgia	7/18/2016	Overtime Meal	\$20.00
Georgia Faust	7/20/2016	Overtime Meal	\$15.77
Georgia Faust	7/20/2016	After Hour Transportation	\$18.30
Total:			\$114.07